

000819 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES
Form 5471 (Rev. 1-99) GRACE (NZ) LTD.

65-0773649

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.				
2 NEW ZEALAND		403,200.	0.4042659	163,000.
3				
4				
5				
6				
7				
8 Total.				163,000.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		949,725.	354,562.
2a Trade notes and accounts receivable		320,633.	200,150.
b Less allowance for bad debts		(-139,822.)	(-305,010.)
3 Inventories		165,065.	89,419.
4 Other current assets (attach schedule)	SEE STATEMENT 3.	12,300.	12,118.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets		582,969.	539,932.
b Less accumulated depreciation		(250,963.)	(234,002.)
9a Depletable assets			
b Less accumulated depletion			
10 Land (net of any amortization)		228,439.	196,121.
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c			
12 Other assets (attach schedule)	SEE STATEMENT 4.	57,285.	62,462.
13 Total assets		2,205,275.	1,525,772.
	Liabilities and Stockholders' Equity		
14 Accounts payable		172,993.	26,357.
15 Other current liabilities (attach schedule)	SEE STATEMENT 5.	1,151,600.	822,485.
16 Loans from stockholders and other related persons		434,239.	119,870.
17 Other liabilities (attach schedule)		0.	0.
18 Capital stock:			
a Preferred stock			
b Common stock			
19 Paid-in or capital surplus (attach reconciliation)		219,300.	188,275.
20 Retained earnings		0.	
21 Less cost of treasury stock		227,143.	368,785.
22 Total liabilities and stockholders' equity		2,205,275.	1,525,772.

Does the foreign corporation have an interest in a partnership or trust? Yes No

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Form 5471 (Rev. 1-99) GRACE (NZ) LTD.

65-0773649

Page 4

Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account.....	1	421,951.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes		
h	Other (attach schedule)	3.	0.
3	Total net additions	3.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	421,954.
5b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
5c	Combine lines 5a and 5b	5c	421,954.
5d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions).....	5d	190,044.

Enter exchange rate used for line 5d ►

0.4503900

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return.....	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.	8	

- Was any income of the foreign corporation blocked?
- Did any become unblocked during the tax year (see section 964(b))?

Yes No

If the answer to either question is "Yes," attach an explanation.

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SCHEDULE J
(Form 5471)(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number
65-0773649

Name of foreign corporation

GRACE (NZ) LTD.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	1,202,744.	482,359.				1,685,103.
2a Current year E&P	421,954.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	1,624,698.	482,359.				
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	1,624,698.	482,359.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	1,624,698.	482,359.	0.	0.	0.	2,107,057.

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Schedule J (Form 5471) (Rev. 1-99)

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SCHEDULE M
(Form 5471)
(Rev. January 1999)
Department of the Treasury
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation and
Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE (NZ) LTD.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► New Zealand Dollar 0.4503900

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....					
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....					
4 Commissions received					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8	0.	0.	0.	0.	0.
10 Purchases of stock in trade (inventory).....	1,000.				
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....	42,000.				
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....	23,000.				
16 Dividends paid					
17 Interest paid			13,000.		
18 Add lines 10 through 17	66,000.	0.	13,000.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions			1,223,000.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

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Schedule M (Form 5471) (Rev. 1-99)

CAA 9 5471M NTF 20515A

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OPERATING REVENUE	1,211	545
OTHER INCOME	-798	-359
Total	413	186

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 W. R. GRACE & CO. & SUBSIDIARIES
 GRACE (NZ) LTD.

Statement 2
 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	13,856	6,241
CHARITABLE DEDUCTIONS	2,539	1,144
ADVERTISING	14,722	6,631
GENERAL STATIONARY AND SU	13,028	5,868
TELEPHONE COMMUNICATIONS	109,468	49,303
OPERATING COSTS	48,908	22,028
UTILITIES	2,854	1,285
REPAIRS AND MAINTENANCE	3,821	1,721
INSURANCE	36,000	16,214
SERVICE CHARGES	16,588	7,471
INTER CORP. - OTHER EXP.	95,311	42,927
EXPENSE TRANSFERS	1	
 Total	357,096	160,833

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	12,126	11,969
CURRENT DEFERRED TAXES	174	149
Total	12,300	12,118

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	52,070	57,985
NON CURRENT DEFERRED TAXE	5,215	4,477
Total	57,285	62,462

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GRACE (NZ) LTD.

Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	183,469	353,062
INCOME TAXES PAYABLE	2,375	180,656
ACCRUED CURRENT LIABILITY	176,914	98,366
INTER CORPORATE BAL. WITH	788,842	190,401
 Total	1,151,600	822,485

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 6
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Additions (Schedule H, Line 2h)

Description	Amount
Other Net Additions	3
Total	3

000766 08/29/2001

Form 5471

(Rev. January 1999)

Department of the Treasury
Internal Revenue ServiceInformation Return of U.S. Persons With
Respect To Certain Foreign Corporations

► See separate Instructions.

OMB No. 1545-0704

File In Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning 01/01, 2000, and ending 12/31

A Identifying number

65-0773649

B Category of filer (See page 2 of the instructions. Check applicable
box(es)):(1) (2) (3) (4) (5) C Enter the total percentage of voting stock of the foreign corporation
you owned at the end of its annual accounting period 100%

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)
			Shareholder Officer Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ► Philippines Peso

1a Name and address of foreign corporation W.R. GRACE (PHILIPPINES) SILANGANG CANLUBAG INDUSTRIAL PARK CANLUBAG, CALAMBA, LAGUNA, PHILIPPINES	b Employer identification number, if any		
	c Country under whose laws incorp. PHILIPPINES		
d Date of incorporation 11/23/65	e Principal place of business PHILLIPINES	f Principal business activity code number (NEW) 325900	g Principal business activity OTHER CHEMICAL PRODUCT MFG

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States NONE	b If a U.S. income tax return was filed, please show: (i) Taxable income or (loss) (ii) U.S. income tax paid (after all credits)

c Name and address of foreign corporation's statutory or resident agent in country of incorporation OSEAS F. MADUCDOC 13 DIAMON STREET, CAMELLA 3C LAS PINAS CITY, PHILIPPINES	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different GUILLERMO D. SAMALEA, JR. 510 MODERN VILLAGE, P. RIZAL CALAMBA, LAGUNA, PHILIPPINES
--	---

Schedule A Stock of the Foreign Corporation

Part I -- ALL Classes of Stock

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	15,500	15,500

Part II -- Additional Information for PREFERRED Stock

(To be completed only by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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Form 5471 (Rev. 1-99)

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W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-80)

W.R. GRACE (PHILIPPINES)

65-0773649

Schedule B U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.)

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO-CONN 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	COMMON	15,500	15,500	
*A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W.R. GRACE & CO.				

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	341,800,875.	7,659,758.
	b Returns and allowances	5,619,128.	125,925.
	c Subtract line 1b from line 1a	336,181,747.	7,533,833.
	2 Cost of goods sold	205,930,410.	4,614,900.
	3 Gross profit (subtract line 2 from line 1c)	130,251,337.	2,918,933.
	4 Dividends		
	5 Interest	-12,182,289.	-273,005.
	6 Gross rents, royalties, and license fees	41,217,363.	923,681.
	7 Net gain or (loss) on sale of capital assets		
Deductions	8 Other income (attach schedule)	SEE. STATEMENT. 1	
	9 Total income (add lines 3 through 8)		
	10 Compensation not deducted elsewhere	58,017,199.	1,300,165.
	11 Rents, royalties, and license fees	13,167,359.	295,081.
	12 Interest		
	13 Depreciation not deducted elsewhere	11,502,723.	257,776.
	14 Depletion		
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	1,769,782.	39,661.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes)	62,561,383.	1,402,001.
Net Income	17 Total deductions (add lines 10 through 16)	147,018,446.	3,294,684.
	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)		
	19 Extraordinary items and prior period adjustments (see instructions)	-22,908,766.	-513,386.
	20 Provision for income, war profits, and excess profits taxes (see instructions)	31,034,595.	695,486.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	-53,943,361.	-1,208,872.

000766 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99) W.R. GRACE (PHILIPPINES)

65-0773649

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 Philippines	3,465,733.	0.0224098	77,666.
3			
4			
5			
6			
7			
8 Total...			77,666.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash	334,947.	446,445.
2a Trade notes and accounts receivable.	2,130,760.	1,708,110.
b Less allowance for bad debts.	(120,223.)	(123,372.)
3 Inventories	1,180,318.	1,117,372.
4 Other current assets (attach schedule)	SEE STATEMENT. 3	
5 Loans to stockholders and other related persons	636,432.	56,182.
6 Investment in subsidiaries (attach schedule)		
7 Other investments (attach schedule)	SEE STATEMENT. 4	
8a Buildings and other depreciable assets	3,657,952.	3,113,203.
b Less accumulated depreciation	(1,962,856.)	(1,810,558.)
9a Depletable assets		
b Less accumulated depletion		
10 Land (net of any amortization)		
11 Intangible assets:		
a Goodwill	97,131.	78,171.
b Organization costs		
c Patents, trademarks, and other intangible assets	579,361.	466,267.
d Less accumulated amortization for lines 11a, b, and c	(607,286.)	(490,695.)
12 Other assets (attach schedule)	SEE STATEMENT. 5	
13 Total assets	6,380,475.	4,865,099.
Liabilities and Stockholders' Equity		
14 Accounts payable	522,010.	497,941.
15 Other current liabilities (attach schedule)	SEE STATEMENT. 6	
16 Loans from stockholders and other related persons		
17 Other liabilities (attach schedule)	SEE STATEMENT. 7	
18 Capital stock:		
a Preferred stock		
b Common stock		
19 Paid-in or capital surplus (attach reconciliation)		
20 Retained earnings	154,616.	124,434.
21 Less cost of treasury stock	0.	
22 Total liabilities and stockholders' equity	6,380,475.	4,865,099.

Does the foreign corporation have an interest in a partnership or trust? Yes No

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Form 5471 (Rev. 1-99)

W.R. GRACE (PHILIPPINES)

65-0773649

Page 4

Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account.....	1	-53,943,361.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves.....		
f	Inventory adjustments		
g	Taxes	27,568,862.	
h	Other (attach schedule).....	0.	2.
3	Total net additions	27,568,862.	
4	Total net subtractions		2.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)		5a -26,374,501.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		5b
c	Combine lines 5a and 5b		5c -26,374,501.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions).....		5d -591,053.
Enter exchange rate used for line 5d ►		0.0224100	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions).....	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions).....	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return.....	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.....	8	

- Was any income of the foreign corporation blocked?
- Did any become unblocked during the tax year (see section 964(b))?

Yes	No
<input type="checkbox"/>	<input checked="" type="checkbox"/>

If the answer to either question is "Yes," attach an explanation.

CAA 9 54714 NTF 20513

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000766 08/29/2001

SCHEDULE J
(Form 5471)(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE (PHILIPPINES)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	25,093,277.	28,435,832.				53,529,109.
2a Current year E&P						
b Current year deficit in E&P	26,374,501.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-1,281,224.	28,435,832.				
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-1,281,224.	28,435,832.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	-1,281,224.	28,435,832.	0.	0.	0.	27,154,608.

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Schedule J (Form 5471) (Rev. 1-99)

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SCHEDULE M
(Form 5471)
(Rev. January 1999)
Department of the Treasury
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation and
Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471	Identifying number
W. R. GRACE & CO. & SUBSIDIARIES	65-0773649

Name of foreign corporation

W.R. GRACE (PHILIPPINES)

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Philippines Peso 0.0224100

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....			1,313,532.		
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....		78,183.	812,603.		
4 Commissions received					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8	0.	78,183.	2,126,135.	0.	0.
10 Purchases of stock in trade (inventory).....		130,179.	910,836.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....					
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....		93,560.			
16 Dividends paid					
17 Interest paid		372,364.			
18 Add lines 10 through 17	0.	596,103.	910,836.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...		4,192,484.			
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...					

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Schedule M (Form 5471) (Rev. 1-99)

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	-35,176,731	-788,311
Total	-35,176,731	-788,311

000766 08/29/2001
 W. R. GRACE & CO. & SUBSIDIARIES
 W.R. GRACE (PHILIPPINES)

Statement 2
 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
-----	-----	-----
PROFESSIONAL, CORPORATION	6,193,032	138,786
CHARITABLE DEDUCTIONS	23,200	520
ADVERTISING	4,598,721	103,057
GENERAL STATIONARY AND SU	2,395,630	53,686
TELEPHONE COMMUNICATIONS	22,010,382	493,253
OPERATING COSTS	9,188,513	205,915
UTILITIES	1,404,442	31,474
REPAIRS AND MAINTENANCE	1,195,598	26,793
INSURANCE	2,608,112	58,448
SERVICE CHARGES	5,960,872	133,583
EXPENSE TRANSFERS	868,479	19,463
AMORTIZATION CHARGES	97,373	2,182
OTHER DEDUCTIONS	2,033,664	45,574
INTER CORP. - OTHER EXP.	3,983,365	89,267
-----	-----	-----
Total	62,561,383	1,402,001
=====	=====	=====

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	194,681	56,182
CURRENT DEFERRED TAXES	441,751	
Total	636,432	56,182

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	110,226	63,825
Total	110,226	63,825

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	343,713	240,149
Total	343,713	240,149

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 6
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	68,415	29,268
INCOME TAXES PAYABLE	-40,391	-308
ACCRUED CURRENT LIABILITY	430,368	290,413
INTER CORPORATE BAL. WITH	-432,448	-346,005
 Total	25,944	-26,632

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W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 7
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX	-109,450	
Total	-109,450	0

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 8
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Subtractions (Schedule H, Line 2h)

Description	Amount
Other Net Subtractions	2
Total	2

000417 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

65-0773649

Schedule B U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.)

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO. -CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	COMMON	4,000	4,000	
*A WHOLLY OWNED SUBSIDIARY OF W. R. GRACE & CO.				

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	0.
	2 Cost of goods sold	2	0.
	3 Gross profit (subtract line 2 from line 1c)	3	0.
	4 Dividends	4	
	5 Interest	5	2,024.
	6 Gross rents, royalties, and license fees	6	466.
	7 Net gain or (loss) on sale of capital assets	7	
Deductions	8 Other income (attach schedule)	8	SEE. STATEMENT. 1 -60,254.
	9 Total income (add lines 3 through 8)	9	-13,866.
	10 Compensation not deducted elsewhere	10	-58,230.
	11 Rents, royalties, and license fees	11	-13,400.
	12 Interest	12	714,788.
	13 Depreciation not deducted elsewhere	13	164,494.
	14 Depletion	14	158,357.
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	194,528.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes)	16	152,911.
Net Income	17 Total deductions (add lines 10 through 16)	17	44,767.
	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	-293,719.
	19 Extraordinary items and prior period adjustments (see instructions)	19	-12,826.
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20	-55,735.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	-2,495.
			-574.
			227,810.
			52,426.
			-230,305.
			-53,000.

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Form 5471 (Rev. 1-99) GRACE SP. ZOO.

65-0773649

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.				
2				
3				
4				
5				
6				
7				
8 Total				0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		1 -39,626.	10,587.
2a Trade notes and accounts receivable		2a 668.	668.
b Less allowance for bad debts		2b (20,583.) (-11,511.)	
3 Inventories		3 74,977.	4,800.
4 Other current assets (attach schedule)	SEE STATEMENT 3...	4 12,635.	40,150.
5 Loans to stockholders and other related persons		5	
6 Investment in subsidiaries (attach schedule)		6	
7 Other investments (attach schedule)		7 0.	0.
8a Buildings and other depreciable assets		8a 175,124.	193,828.
b Less accumulated depreciation		8b (31,572.) (60,901.)	
9a Depletable assets		9a	
b Less accumulated depletion		9b () ()	
10 Land (net of any amortization)		10	
11 Intangible assets:		11a	
a Goodwill		11b	
b Organization costs		11c	
c Patents, trademarks, and other intangible assets		11d () ()	
d Less accumulated amortization for lines 11a, b, and c		12 0.	0.
12 Other assets (attach schedule)		13 171,623.	200,643.
13 Total assets			
	Liabilities and Stockholders' Equity		
14 Accounts payable		14 55,628.	55,629.
15 Other current liabilities (attach schedule)	SEE STATEMENT 4...	15 109,643.	194,561.
16 Loans from stockholders and other related persons		16	
17 Other liabilities (attach schedule)	SEE STATEMENT 5...	17 -5,431.	-5,431.
18 Capital stock:		18a	
a Preferred stock		18b 97,092.	97,093.
b Common stock		19 0.	0.
19 Paid-in or capital surplus (attach reconciliation)		20 -85,309.	-141,209.
20 Retained earnings		21 () ()	
21 Less cost of treasury stock		22 171,623.	200,643.
22 Total liabilities and stockholders' equity			

Does the foreign corporation have an interest in a partnership or trust? Yes No

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GRACE SP. ZOO.

65-0773649

Form 5471 (Rev. 1-99)

Page 4

Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account.....	1	-230,305.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a	Capital gains or losses.....		
b	Depreciation and amortization.....		
c	Depletion.....		
d	Investment or incentive allowance.....		
e	Charges to statutory reserves.....		
f	Inventory adjustments.....		
g	Taxes.....	227,810.	
h	Other (attach schedule).....	0.	0.
3	Total net additions.....	227,810.	
4	Total net subtractions.....		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4).....		5a -2,495.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions).....		5b
c	Combine lines 5a and 5b.....		5c -2,495.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions).....		5d -574.

Enter exchange rate used for line 5d ►

0.2301300

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions).....	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions).....	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions).....	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions).....	4	
5	Factoring income.....	5	
6	Total of lines 1 through 5. Enter here and on your income tax return.....	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1)).....	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.....	8	

• Was any income of the foreign corporation blocked? Yes No

• Did any become unblocked during the tax year (see section 964(b))? Yes No

If the answer to either question is "Yes," attach an explanation.

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000417 08/29/2001

SCHEDULE J
(Form 5471)(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number
65-0773649

Name of foreign corporation

GRACE SP. ZOO.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	2,049,407.					2,049,407.
2a Current year E&P						
b Current year deficit in E&P	2,493.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	2,046,914.					
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	2,046,914.	0.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	2,046,914.	0.	0.	0.	0.	2,046,914.

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Schedule J (Form 5471) (Rev. 1-99)

CAA 9 5471J1 NTF 20884

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000417 08/29/2001

SCHEDULE M
(Form 5471)
(Rev. January 1999)
Department of the Treasury
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation and
Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471	Identifying number
W. R. GRACE & CO. & SUBSIDIARIES	65-0773649

Name of foreign corporation
GRACE SP. ZOO.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Polish Zloty 0.2301300

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory).....					
2 Sales of property rights (patents, trademarks, etc.).....					
3 Compensation received for technical, managerial, engineering, construction, or like services.....					
4 Commissions received					
5 Rents, royalties, and license fees received.....					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....					
7 Interest received					
8 Premiums received for insurance or reinsurance.....					
9 Add lines 1 through 8	0.	0.	570,340.	0.	0.
10 Purchases of stock in trade (inventory).....					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.).....					
13 Compensation paid for technical, managerial, engineering, construction, or like services.....					
14 Commissions paid.....					
15 Rents, royalties, and license fees paid.....					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see page 1 of the Instructions for Form 5471.

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Schedule M (Form 5471) (Rev. 1-99)

000417 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	-60,254	-13,866
Total	-60,254	-13,866

000417 08/29/2001
 W. R. GRACE & CO. & SUBSIDIARIES
 GRACE SP. ZOO.

Statement 2
 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	370,394	85,239
ADVERTISING	220,077	50,646
GENERAL STATIONARY AND SU	48,558	11,175
TELEPHONE COMMUNICATIONS	394,059	90,685
OPERATING COSTS	75,950	17,478
UTILITIES	957	220
INSURANCE	1,681	387
SERVICE CHARGES	92,965	21,394
EXPENSE TRANSFERS	-2,480,978	-570,947
OTHER DEDUCTIONS	18	4
Total	-1,276,319	-293,719

000417 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	12,635	40,150
Total	12,635	40,150

000417 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	40,301	40,301
INCOME TAXES PAYABLE	-3,398	-1,774
ACCRUED CURRENT LIABILITIES	-7,365	15,363
OTHER CURRENT LIABILITIES	206,805	141,817
INTER CORPORATE BAL. WITH	-126,700	-1,146
 Total	109,643	194,561
 =====	=====	=====

000417 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX	-5,431	-5,431
Total	-5,431	-5,431

UUU/58 08/29/2001

Form 5471

(Rev. January 1999)

Department of the Treasury
Internal Revenue ServiceInformation Return of U.S. Persons With
Respect To Certain Foreign Corporations

► See separate Instructions.

OMB No. 1545-0704

File In Duplicate

(see When and
Where To File in the
instructions)Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01 ,2000 , and ending 12/31 , 2000

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)
5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning 01/01 , 2000 , and ending 12/31

, 2000

A Identifying number

65-0773649

B Category of filer (See page 2 of the instructions. Check applicable
box(es)): (1) (2) (3) (4) (5) C Enter the total percentage of voting stock of the foreign corporation
you owned at the end of its annual accounting period 51.000000 %

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ► Rubles

1a Name and address of foreign corporation

A/O GRACE KRIZ (RUSSIA)

KALININSK 412450

RUSSIA

b Employer identification number, if any

c Country under whose laws incorp.
RUSSIA

d Date of incorporation

e Principal place of business

12/27/94

RUSSIA

f Principal business activity
code number (NEW)

325900

g Principal business activity
OTHER CHEMICAL
PRODUCT MFG

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent
(if any) in the United States

b If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss) (ii) U.S. income tax paid
(after all credits)c Name and address of foreign corporation's statutory or resident
agent in country of incorporationd Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if differentJ PEACH
c/o DAREX UK LTD., AJAX AVENUE, SLOUGH,
BERKSHIRE SL1 4BH, UNITED KINGDOM**Schedule A Stock of the Foreign Corporation****Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
ORDINARY	283,200	283,200

Part II -- Additional Information for PREFERRED Stock(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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Form 5471 (Rev. 1-99)

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000758 08/29/2001

W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-20)

A/O GRACE KRIZ (RUSSIA)

65-0773649

Page 2

Schedule B U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.)

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO. - CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	ORDINARY	144,400	144,400	

51

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a 18,426,000,000.	737,040.
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a.....	1c 18,426,000,000.	737,040.
	2 Cost of goods sold	2 13,297,000,000.	531,880.
	3 Gross profit (subtract line 2 from line 1c).....	3 5,129,000,000.	205,160.
	4 Dividends	4	
	5 Interest	5	
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
Deductions	8 Other income (attach schedule)	8 SEE STATEMENT 1. 126,000,000.	5,040.
	9 Total income (add lines 3 through 8).....	9 5,255,000,000.	210,200.
	10 Compensation not deducted elsewhere	10	
	11 Rents, royalties, and license fees	11	
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes)	16 SEE STATEMENT 2. 489,000,000.	19,560.
Net Income	17 Total deductions (add lines 10 through 16).....	17 489,000,000.	19,560.
	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	4,766,000,000.
	19 Extraordinary items and prior period adjustments (see instructions)	19	190,640.
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20 1,466,000,000.	58,640.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20).....	21 3,300,000,000.	132,000.

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W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99)

A/O GRACE KRIZ (RUSSIA)

65-0773649

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 RUSSIA	1,466,000,000.	0.0000400	58,640.
3			
4			
5			
6			
7			
8 Total.			58,640.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash	23,894.	31,560.
2a Trade notes and accounts receivable	24,189.	20,000.
b Less allowance for bad debts		
3 Inventories	()	()
4 Other current assets (attach schedule)	SEE. STATEMENT. 3	
5 Loans to stockholders and other related persons		
6 Investment in subsidiaries (attach schedule)		
7 Other investments (attach schedule)		
8a Buildings and other depreciable assets		
b Less accumulated depreciation		
9a Depletable assets		
b Less accumulated depletion		
10 Land (net of any amortization)		
11 Intangible assets		
a Goodwill		
b Organization costs		
c Patents, trademarks, and other intangible assets		
d Less accumulated amortization for lines 11a, b, and c		
12 Other assets (attach schedule)		
13 Total assets	333,702.	345,160.
Liabilities and Stockholders' Equity		
14 Accounts payable		
15 Other current liabilities (attach schedule)	SEE. STATEMENT. 4	
16 Loans from stockholders and other related persons		
17 Other liabilities (attach schedule)		
18 Capital stock		
a Preferred stock		
b Common stock		
19 Paid-in or capital surplus (attach reconciliation)		
20 Retained earnings		
21 Less cost of treasury stock		
22 Total liabilities and stockholders' equity	333,702.	345,160.

Does the foreign corporation have an interest in a partnership or trust? Yes No

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000758 08/29/2001

W. R. GRACE & CO. & SUBSIDIARIES

A/O GRACE KRIZ (RUSSIA)

65-0773649

Form 5471 (Rev. 1-99)

Page 4

Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account.....	1	3,300,000,000.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a	Capital gains or losses.....		
b	Depreciation and amortization.....		
c	Depletion.....		
d	Investment or incentive allowance.....		
e	Charges to statutory reserves.....		
f	Inventory adjustments.....		
g	Taxes.....		
h	Other (attach schedule).....	0.	0.
3	Total net additions.....	0.	
4	Total net subtractions.....		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4).....		5a 3,300,000,000.
5b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions).....		
5c	Combine lines 5a and 5b.....		5c 3,300,000,000.
5d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions).....		5d 132,000.

Enter exchange rate used for line 5d ►

0.0000400

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions).....	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions).....	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions).....	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions).....	4	
5	Factoring income.....	5	
6	Total of lines 1 through 5. Enter here and on your income tax return.....	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1)).....	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.....	8	

• Was any income of the foreign corporation blocked? Yes No
 • Did any become unblocked during the tax year (see section 964(b))? Yes No

If the answer to either question is "Yes," attach an explanation.

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SCHEDULE J
(Form 5471)(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

A/O GRACE KRIZ (RUSSIA)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	3,676,000,000.					3,676,000,000.
2a Current year E&P	3,300,000,000.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	6,976,000,000.					
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	6,976,000,000.	0.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	6,976,000,000.	0.	0.	0.	0.	6,976,000,000.

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Schedule J (Form 5471) (Rev. 1-99)

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W. R. GRACE & CO. & SUBSIDIARIES
A/O GRACE KRIZ (RUSSIA)

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	126,000,000	5,040
-----	-----	-----
Total	126,000,000	5,040
=====	=====	=====

000758 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
A/O GRACE KRIZ (RUSSIA)

Statement 2
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
TELEPHONE COMMUNICATIONS	489,000,000	19,560
Total	489,000,000	19,560

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W. R. GRACE & CO. & SUBSIDIARIES
A/O GRACE KRIZ (RUSSIA)

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
Other Current Assets-Beg. of P	2,765	
OTHER PREPAYMENTS AND OTH		3,080
Total	2,765	3,080

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W. R. GRACE & CO. & SUBSIDIARIES
A/O GRACE KRIZ (RUSSIA)

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
INCOME TAXES PAYABLE		4,160
ACCRUED CURRENT LIABILITIES		400
INDEMNITIES, PENSIONS AND		1,040
Total	0	5,600

000421 08/29/2001

Form **5471**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate Instructions.

OMB No. 1545-0704

File In Duplicate

(see When and
Where To File in the
instructions)Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ► Rubles

1a Name and address of foreign corporation

DAREX CIS LLC

ULITSA SMOLNAYA 24/D, 8TH FLOOR
MOSCOW, RUSSIAN FEDERATION 125445

b Employer identification number, if any

c Country under whose laws incorp.
CIS

d Date of incorporation

3/25/98

e Principal place of business

RUSSIA

f Principal business activity
code number (NEW)

325900

g Principal business activity
OTHER CHEMICALS
PRODUCT MFG

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent
(if any) in the United States

b If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss) (ii) U.S. income tax paid
(after all credits)c Name and address of foreign corporation's statutory or resident
agent in country of incorporationd Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different**Schedule A Stock of the Foreign Corporation****Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
RUBLES	1,535,220	1,535,220

Part II -- Additional Information for PREFERRED Stock(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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Form **5471** (Rev. 1-99)

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000421 08/29/2001

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Form 5471 (Rev. 1-99)

DAREX CIS LLC

65-0773649

Page 2

Schedule B U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.)

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO. -CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	RUBLES	1,535,220	1,535,220	

100

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a 46,375,814,130.	1,855,033.
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c 46,375,814,130.	1,855,033.
	2 Cost of goods sold	2 23,021,412,260.	920,857.
	3 Gross profit (subtract line 2 from line 1c)	3 23,354,401,870.	934,176.
	4 Dividends	4	
	5 Interest	5 652,084,690.	26,083.
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
Deductions	8 Other income (attach schedule)	8 SEE STATEMENT. 1 25,561,620.	1,022.
	9 Total income (add lines 3 through 8)	9 24,032,048,180.	961,281.
	10 Compensation not deducted elsewhere	10 5,834,866,330.	233,395.
	11 Rents, royalties, and license fees	11 3,043,775,510.	121,751.
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13 35,205,640.	1,408.
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15 994,597,000.	39,784.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes)	16 SEE STATEMENT. 2 838,253,244.	33,531.
Net Income	17 Total deductions (add lines 10 through 16)	17 10,746,697,724.	429,869.
	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	
	19 Extraordinary items and prior period adjustments (see instructions)	19 13,285,350,456.	531,412.
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20	
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21 4,092,559,000.	163,702.
21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)		21 9,192,791,456.	367,710.

CAA 9 54712 NTF 20511

000421 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99) DAREX CIS LLC

65-0773649

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 RUSSIA	4,092,619,000.	0.0000352	144,060.
3			
4			
5			
6			
7			
8 Total.			144,060.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets	(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash	377,254.	744,644.
2a Trade notes and accounts receivable	80,459.	78,679.
b Less allowance for bad debts	()	(-1,283.)
3 Inventories	79,375.	102,484.
4 Other current assets (attach schedule)	SEE STATEMENT 3.	
5 Loans to stockholders and other related persons	13,016.	10,305.
6 Investment in subsidiaries (attach schedule)		
7 Other investments (attach schedule)		
8a Buildings and other depreciable assets	6,843.	14,028.
b Less accumulated depreciation	(556.)	(2,009.)
9a Depletable assets		
b Less accumulated depletion		
10 Land (net of any amortization)		
11 Intangible assets:		
a Goodwill		
b Organization costs		
c Patents, trademarks, and other intangible assets		
d Less accumulated amortization for lines 11a, b, and c		
12 Other assets (attach schedule)		
13 Total assets	556,391.	949,414.
Liabilities and Stockholders' Equity		
14 Accounts payable	1,839.	7,070.
15 Other current liabilities (attach schedule)	SEE STATEMENT 4.	
16 Loans from stockholders and other related persons	-423.	-25,341.
17 Other liabilities (attach schedule)		
18 Capital stock:		
a Preferred stock		
b Common stock		
19 Paid-in or capital surplus (attach reconciliation)	56,803.	61,409.
20 Retained earnings	0.	0.
21 Less cost of treasury stock	498,172.	906,276.
22 Total liabilities and stockholders' equity	556,391.	949,414.

Does the foreign corporation have an interest in a partnership or trust?

Yes	<input checked="" type="checkbox"/>	No
-----	-------------------------------------	----

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NTF 20512